

HOUSE BILL 3644

By Sargent

AN ACT to amend Tennessee Code Annotated, Title 48  
and Title 61, relative to business organizations.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF TENNESSEE:

SECTION 1. Tennessee Code Annotated, Title 48, Chapter 247, Part 1, is amended by adding the following language as a new, appropriately designated section:

§ 48-247-1\_\_.

(a) Anyone may apply to the secretary of state to furnish a certificate of existence for a domestic LLC or a certificate of authorization for a foreign LLC.

(b) A certificate of existence or authorization sets forth:

(1) The domestic LLC's name or the foreign LLC's name used in this state;

(2) That:

(A) The domestic LLC is a Limited Liability Company formed under the laws of the state, the date of its formation, and the period of its duration if less than perpetual; or

(B) The foreign LLC authorized to transact business in this state;

(3) That all fees, taxes and penalties owed to this state have been paid,

if:

(A) Payment is reflected in the records of the secretary of state or the department of revenue; and

(B) Nonpayment affects the existence or authorization of the domestic or foreign LLC;

(4) That its most recent annual report required by § 48-228-203 has been filed with the secretary of state;

(5) That articles of termination have not been filed for a domestic LLC or that a cancellation of a certificate of authority has not been filed for a foreign LLC and whether or not a notice of dissolution has been filed for a domestic LLC or a revocation of a certificate of authority has been filed for a foreign LLC; and

(6) Other facts of record in the office of the secretary of state that may be requested by the applicant.

(c) Subject to any qualifications stated in the certificate, a certificate of existence or authorization issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign LLC is in existence or is authorized to transact business in this state and is in good standing.

SECTION 2. Tennessee Code Annotated, Title 48, Chapter 249, Part 1, is amended by adding the following language as a new, appropriately designated section:

§ 48-249-1\_\_.

(a) Anyone may apply to the secretary of state to furnish a certificate of existence for a domestic LLC or a certificate of authorization for a foreign LLC.

(b) A certificate of existence or authorization sets forth:

(1) The domestic LLC's name or the foreign LLC's name used in this state;

(2) That:

(A) The domestic LLC is a limited liability company formed under the laws of the state, the date of its formation, and the period of its duration if less than perpetual; or

(B) The foreign LLC is authorized to transact business in this state;

(3) That all fees, taxes and penalties owed to this state have been paid, if:

(A) Payment is reflected in the records of the secretary of state or the department of revenue; and

(B) Nonpayment affects the existence or authorization of the domestic or foreign LLC;

(4) That its most recent annual report required by § 48-249-1017 has been filed with the secretary of state;

(5) That articles of termination have not been filed for a domestic LLC or that a cancellation of a certificate of authority has not been filed for a foreign LLC and whether or not a notice of dissolution has been filed for a domestic LLC or a revocation of a certificate of authority has been filed for a foreign LLC; and

(6) Other facts of record in the office of the secretary of state that may be requested by the applicant.

(c) Subject to any qualifications stated in the certificate, a certificate of existence or authorization issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign LLC is in existence or is authorized to transact business in this state and is in good standing.

SECTION 3. Tennessee Code Annotated, Title 61, Chapter 1, Part 10, is amended by adding the following language as a new, appropriately designated section:

§ 61-1-10\_\_.

(a) Anyone may apply to the secretary of state to furnish a certificate of existence for a domestic limited liability partnership or a certificate of authorization for a foreign limited liability partnership.

(b) A certificate of existence or authorization sets forth:

(1) The domestic limited liability partnership's name or the foreign limited liability partnership's name used in this state;

(2) That:

(A) The domestic limited liability partnership is a limited liability partnership formed under the laws of the state, the date of its formation, and the period of its duration if less than perpetual; or

(B) The foreign limited liability partnership is a limited liability partnership authorized to transact business in this state;

(3) That all fees, taxes and penalties owed to this state have been paid, if

(A) Payment is reflected in the records of the secretary of state or the department of revenue; and

(B) Nonpayment affects the existence or authorization of the domestic or foreign limited liability partnership;

(4) That its most recent notice required by § 61-1-1001(e) has been filed with the secretary of state;

(5) That a certificate of withdrawal for a domestic limited liability partnership or a statement of withdrawal for a foreign limited liability partnership has not been filed; and

(6) Other facts of record in the office of the secretary of state that may be requested by the applicant.

(c) Subject to any qualifications stated in the certificate, a certificate of existence or authorization issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign limited liability partnership is in existence or is authorized to transact business in this state and is in good standing.

SECTION 4. Tennessee Code Annotated, Title 61, Chapter 1, Part 12, is amended by adding the following language as a new, appropriately designated section:

§ 61-1-12\_\_.

(a) Anyone may apply to the secretary of state to furnish a certificate of existence for a domestic limited partnership or a certificate of authorization for a foreign limited partnership.

(b) A certificate of existence or authorization sets forth:

(1) The domestic limited partnership's name or the foreign limited partnership's name used in this state;

(2) That:

(A) The domestic limited partnership is a limited partnership formed under the laws of the state, the date of its formation, and the period of its duration if less than perpetual; or

(B) The foreign limited partnership is a limited partnership authorized to transact business in this state;

(3) That all fees, taxes and penalties owed to this state have been paid, if:

(A) Payment is reflected in the records of the secretary of state or the department of revenue; and

(B) Nonpayment affects the existence or authorization of the domestic or foreign limited partnership;

(4) That a certificate of cancellation has not been filed; and

(5) Other facts of record in the office of the secretary of state that may be requested by the applicant.

c) Subject to any qualifications stated in the certificate, a certificate of existence or authorization issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign limited partnership is in existence or is authorized to transact business in this state and is in good standing.

SECTION 5. Tennessee Code Annotated, Title 61, Chapter 2, Part 12, is amended by adding the following language as a new, appropriately designated section:

§ 61-2-12\_\_.

(a) Anyone may apply to the secretary of state to furnish a certificate of existence for a domestic limited partnership or a certificate of authorization for a foreign limited partnership;

(b) A certificate of existence or authorization sets forth:

(1) The domestic limited partnership's name or the foreign limited partnership's name used in this state;

(2) That:

(A) The domestic limited partnership is a limited partnership formed under the laws of the state, the date of its formation, and the period of its duration if less than perpetual; or

(B) The foreign limited partnership is a limited partnership authorized to transact business in this state;

(3) That all fees, taxes and penalties owed to this state have been paid,

if:

(A) Payment is reflected in the records of the secretary of state or the department of revenue; and

(B) Nonpayment affects the existence or authorization of the domestic or foreign limited partnership;

(4) That a certificate of cancellation has not been filed; and

(5) Other facts of record in the office of the secretary of state that may be requested by the applicant.

(c) Subject to any qualifications stated in the certificate, a certificate of existence or authorization issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign limited partnership is in existence or is authorized to transact business in this state and is in good standing.

SECTION 6. This act shall take effect upon becoming a law, the public welfare requiring it.